

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

DELPHI CORPORATION, et al.,

Case No. 05-44481 (RDD)

Debtors.

(Jointly Administered)

AFFIDAVIT OF LEGAL ORDINARY COURSE PROFESSIONAL

STATE OF NEW YORK)
COUNTY OF MONROE) ss:

MICHAEL J. MASINO, being duly sworn, deposes and says:

1. I am a principal of Harris Beach PLLC which firm maintains offices at 99
Garnsey Road, Pittsford, New York 14534.

2. Neither I, Harris Beach PLLC, nor any partner, auditor or other member thereof,
insofar as I have been able to ascertain, has any connection with the above-captioned debtors
and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their
attorneys, except as set forth in this affidavit and except for the following creditors known to
this firm at this time: Excellus Health Care, Inc. and Mikron Corporation.

3. Harris Beach PLLC has represented and advised the debtors in connection with
personal injury tort actions filed in Upstate New York.

4. The Debtors have requested, and Harris Beach PLLC has agreed, to continue to
represent and advise the Debtors pursuant to section 327(e) of title 11 of the United States
Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code"), with respect to such
matters. Additionally, the Debtors have requested, and Harris Beach PLLC proposes, to render
the following services to the Debtors: continued representation of Delphi relative to an

asbestos lawsuit commenced on behalf of the Estate of Frank Newton in Erie County, New York which seeks damages for personal injury and wrongful death.

5. Harris Beach PLLC's current fees arrangement is to perform said legal services at a rate of \$180.00/hour.

6. Except as set forth herein, no promises have been received by Harris Beach PLLC or any partner, auditor or other member thereof as to compensation in connection with these chapter 11 cases other than in accordance with the provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

7. Harris Beach PLLC has no agreement with any entity to share with such entity any compensation received by Harris Beach PLLC.

8. Harris Beach PLLC and its partners, auditors, and other members may have in the past represented, currently represent, and may in the future represent entities that are claimants of the Debtors in matters totally unrelated to these pending chapter 11 cases. Except as previously set forth above, Harris Beach PLLC does not and will not represent any such entity in connection with these pending chapter 11 cases and does not have any relationship with any such entity, attorneys, or accountants that would be adverse to the Debtors or their estates.

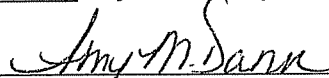
9. Neither I, Harris Beach PLLC, nor any partner, auditor or other member thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Harris Beach PLLC is to be engaged.

10. The foregoing constitutes the statement of Harris Beach PLLC pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

FURTHER AFFIANT SAYETH NOT


MICHAEL J. MASINO

Subscribed and sworn before me this
20th day of January, 2006.


Notary Public

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AMY M. DANN
Notary Public, State of New York
Qualified in Monroe County
NO. 01DA5077658
Commission Expires May 12, 2007

CERTIFICATE OF SERVICE

Amy M. Dann, Legal Secretary, hereby certifies that on January 27, 2006, she served a copy of the Affidavit of Legal Ordinary Course Professional Michael J. Masino upon the following interested parties via first class mail:

Delphi Corporation
Attn: General Counsel
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins
Attn: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022


Skadden, Arps, Slate, Meagher & Flom
Attn: John W. Butler, Jr., Esq.
333 West Wacker Drive, Suite 2100
Chicago, IL 60606

Simpson Thacher & Barlett LLP
Attn: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

United States Trustee
Attn: Alicia M. Leonhard, Esq.
33 Whitehall Street, Suite 2100
New York, NY 10044

Davis Polk & Wardell
Attn: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

January 27, 2006



Amy M. Dann
Legal Secretary
Harris Beach PLLC
99 Garnsey Road
Pittsford, NY 14534
(585) 419-8800

Subscribed and sworn before me this
27th day of January, 2006.



Notary Public

CAROL ANN MASLANKA
Notary Public, State of New York
Monroe County
Commission Expires Feb. 28, 2007